



Standard Contract Background and Instructions (January 2008)

Background

The Department of Parks and Recreation (DPR) developed a current standard contract to standardize department relationships with cooperating associations. The contract was created with significant input from cooperating association representatives and park staff, and is designed to be prepared electronically except where original signatures and handwritten dates or attachments are needed.

The Department of General Services (DGS) oversees and approves all state contracting. This contract follows standard DGS contract formatting directives. The district contract specialist can be a valuable resource in explaining the general contract format and preparation.

Contract Negotiations

Department and association representatives need to meet in a good faith effort to reach agreement on the contract language. This contract is designed to address a variety of needs and conditions for both the association and the department. The contract is not designed to be a “take it or leave it” document. Nevertheless, all parties must recognize that modifying language that has been pre-approved by the Department of General Services is discouraged.

Instructions

These contract instructions describe how to prepare a contract package for formal approval, and illustrate pages where custom information needs to be entered. The current standard contract is in a format that is consistent with Department of General Services (DGS) state contracting procedures. Specific contract language is only included for reference. The standard contract (a separate document) contains the current contract language as well as fill-in blanks for electronic completion. Signature blocks need personal signatures and handwritten dates. Signatures and dates should NOT be electronically completed.

Instructions are in a *red italicized Times New Roman font*. Reminders are in a hidden text that does not show up on printed copies. Completion blanks are **shaded and often underlined**. **Signature block are highlighted in yellow**. Be sure to delete unnecessary text when preparing the final copy of the contract.

Contract Package Assembly

This contract contains several elements and forms which are included as a courtesy. Be sure to use current DGS forms (available from the DGS Web site) when preparing the final version of the contract.

Cooperating Associations Program Standard Contract Instructions

Assemble four contract copies with original signatures into one contract package.

Each individual contract copy must contain or reference the following elements:

- Standard Agreement, STD 213
- Exhibit A, Scope of Work, including the Attachment
- Exhibit C, General Terms and Conditions (incorporated by reference)
- Exhibit D, Special Terms and Conditions
- Exhibit E, Cooperating Association Annual Report (DPR 973)
- Exhibit F, Licensed Trademarks

Note: Exhibit B is not included because this is a “zero dollar” contract

Each contract package must contain one copy, with original signatures, of:

- certificate of insurance (Acord, or similar form) (1 copy total)
- Contractor Certification Clauses (DGS form) (2 copies total - District and HQ)
- District Recommendation and DGS Exemption Certification (1 copy total)

New Associations

If the contract is with a new association, see the Check List for additional items needed.

Detailed Instructions

Use the attached Check List and Instructions to help guide the contract preparation process. Sections of the contract not needing completion are deleted in this instruction package to save space.

Common Errors

Errors commonly occur regarding:

Agreement Number

Contact the Cooperating Associations Program Manager for an agreement number. **Do not submit a contract for approval without a pre-assigned number.** Be sure to include the agreement number at the top of all pages where indicated.

Standard Agreement (STD 213)

Line 2 Term The term of the Agreement must be in a **month, day** and **year** format (for example: October 1, 2009). The contract term may be from one to five years. **For the starting date insert “notice to commence.”** If using the maximum five year term, select an ending date that is 5 years from the date the association signs the contract. The contract will technically begin when the association receives a “notice to commence” from the department, which will occur once the contract is approved by the director or DGS.

Exhibit D, Section 6, Grant of License

3rd line - Insert only the name(s) of state parks to be served by the association. There is no need to also include the words "California State Parks," "Department of Parks and Recreation" or other non-trademarked names. Trademarked or registered names are followed by a ™ or an ®. Do NOT include names that are not department names, such as the name of the cooperating association.

Cooperating Associations Program Standard Contract Instructions

Contract Approval

All cooperating association contracts need district superintendent recommendation and approval by the director. Some cooperating association contracts also need approval from DGS. Contracts needing DGS approval include:

- Contracts with annual net income profits greater than \$50,000, if the profits are from sales and services. (Income from donations, grants, dues, and interest does not apply.)
- All contracts with addenda.

That DGS will charge the district a document review fee.

Originally Signed Copies

Four copies of the contract each with an original signature must be submitted. Once signed by the director, the copies will be distributed to the association, DPR Central Records, the Cooperating Associations Program Manager, and the district office. If the contract must be sent to DGS for approval, the district office will receive a photocopy of the contract.

Making Contract Changes

Changing the standard language is discouraged, but possible. Changes must be made using an addendum, attached to the back of the contract. Clearly show what language is being added and/or deleted on each addendum.

Each addendum should include a brief justification or explanation why the change in contract language is being proposed. The explanations are not part of the contract language, but are retained with each copy of the contract. Addenda do not need separate signature blocks. Addenda need to follow a specific format. Contact the Cooperating Associations Program Manager for details.

Send the complete Contract Package:

USPS Mail Delivery:

California State Parks

Attn: Interpretation and Education Division

John Mott

P.O. Box 942896

Sacramento, CA 94296-0001

Parcel Shipping:

California State Parks

Attn: Interpretation and Education Division

John Mott

1416 9th Street, Room 1449-1

Sacramento, CA 95814

Questions: TEL: (916) 654-5397, FAX: (916) 654-9048
E-mail: jmott@parks.ca.gov

Standard Contract Check List

✓	Contract Element	# of Copies	Comments
	Standard Agreement (STD 213, rev 6/03)	4 copies, each with an original signature	<i>Use as page 1</i>
	Exhibit A Scope of Work including Attachment 1	4 copies, no signature required	<i>CSP language</i>
	Exhibit B Budget Detail	None	<i>Not applicable for these contracts</i>
	Exhibit C General Terms and Conditions (GTCs)	None Do NOT attach any copies, no signature required. (Incorporated by reference)	<i>Standard DGS language. This includes the Contractor Terms and Conditions (CCCs). This document is available via the DGS website www.ols.dgs.ca.gov/Standard+Language/default.htm.</i>
	Exhibit D Special Terms and Conditions	4 copies, no signature required	<i>DPR language</i>
	Exhibit E Cooperating Association Annual Report	4 copies, no signature required	<i>Use most current version of DPR 973. Do not fill out.</i>
	Exhibit F Licensed Trademarks	4 copies, no signature required	<i>DPR language allowing use of DPR logo by cooperating association.</i>
	Contractor Certification Clauses (CCCs)	2 copies, each with an original signature 1 copy – District 1 copy – HQ (Incorporated by reference)	<i>Separate document that is standard DGS language. This document is available via the DGS website www.ols.dgs.ca.gov/Standard+Language/default.htm. Signed by association representative once every three years and kept on file.</i>
	Certificate of Insurance	1 copy	<i>Endorsements needed regarding: 1) 30 day notice of policy termination 2) State of California named additional insured</i>
	District Recommendation and DGS Exemption Certification	one copy with original signature	<i>Certifies District endorsement of contract and if DGS must approve contract.</i>
	If new association: <ul style="list-style-type: none"> Articles of Incorporation Bylaws Letters of Determination (IRS and Franchise Tax Board) Board Roster 	1 copy of each document	<ul style="list-style-type: none"> Articles certified by the Secretary of State. Current bylaws Determination letters must be current. IRS sends an initial and a final letter of determination. Current board roster with contact information.

***Instructions for completing
Standard Agreement (STD 213)***

STATE OF CALIFORNIA

STANDARD AGREEMENT

STD 213 (Rev 06/03)

Submit 4 copies each with an original signature/date on all copies

Use the latest copy of this form.

AGREEMENT NUMBER

 (Contact I & E Div. for number)

REGISTRATION NUMBER

(N/A because this is a zero dollar contract)

1. This Agreement is entered into between the State Agency and the Contractor named below:

STATE AGENCY'S NAME

Department of Parks and Recreation (Department)

CONTRACTOR'S NAME

Insert the full name of the association (Association) Leave the word "(Association)" in parentheses.

2. The term of this Agreement is: *notice to commence* through *month/day/year*
(5 year maximum term)

3. The maximum amount of this Agreement is: \$ Zero dollars

4. The parties agree to comply with the terms and conditions of the following exhibits which are by this reference made a part of the Agreement.

Exhibit A – Scope of Work	1 page
Attachment 1	6 pages
Exhibit B – Budget Detail and Payment Provisions	N/A

Exhibit C* – General Terms and Conditions	GTC 307
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Check mark one item below as Exhibit D:

<input checked="" type="checkbox"/>	Exhibit - D Special Terms and Conditions (Attached hereto as part of this agreement)	12 page(s)
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<input type="checkbox"/>	Exhibit - D* Special Terms and Conditions	
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Exhibit E – Additional Provisions	3 page(s)
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Exhibit F – Licensed Trademarks <i>(normally this will only be one page)</i>	1 page
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Items shown with an Asterisk (*), are hereby **incorporated by reference** and made part of this agreement as if attached hereto.

These documents can be viewed at www.ols.dgs.ca.gov/Standard+Language

IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto.

CONTRACTOR

CONTRACTOR'S NAME (if other than an individual, state whether a corporation, partnership, etc.)

(insert Association Name)

BY (Authorized Signature)

Signature of Association Officer

DATE SIGNED(Do not type)

(effective date of the contract)

PRINTED NAME AND TITLE OF PERSON SIGNING

ADDRESS

(insert mailing address, including City, State, Zip Code)

STATE OF CALIFORNIA

AGENCY NAME

Department of Parks and Recreation

BY (Authorized Signature)

Director Signature

DATE SIGNED(Do not type)

PRINTED NAME AND TITLE OF PERSON SIGNING

Paul Romero, Chief Deputy Director, Department of Parks and Recreation

ADDRESS

1416 9th Street, Room 1431, Sacramento, CA 95814

**California Department of General
Services Use Only**

☐ Exempt per: Exemption _____

☐ Contractor ☐ State Agency – Dept. of Parks and Rec. ☐ Dept. of General Services

Contractor's Name:
Agreement Number:

Include cooperating association name and the contract number on the right side of each page of Exhibits A, D, and F.

***Instructions for completing
Exhibit A
Scope of Work***

Fill in the blanks where indicated. No signatures are required; return four copies of Exhibit A.

EXHIBIT A

SCOPE OF WORK

1. Contractor (Association) agrees to a cooperative relationship with the Department of Parks and Recreation (Department) to fund and support interpretive and educational elements of state park units in as described herein:

(language deleted to save space)

2. The services shall be performed at state park units in insert name of county (s), and/or DPR districts, and/or park names and any future state park units agreed to by both contractor and the Department.
3. The project representatives during the term of this agreement will be:

State Agency: Department of Parks and Recreation	Contractor: <u>insert association name</u>
Section/Unit: <u>insert district name</u>	
Attention: <u>insert CAL name</u>	Attention: <u>insert association contact person name</u>
Address: <u>insert CAL mailing address, including zip code</u>	Address: <u>insert association contact person mailing address, including zip code</u>
Phone: <u>insert CAL phone number</u>	Phone: <u>insert association contact person phone number</u>
email: <u>insert CAL e-mail address</u>	e-mail: <u>insert association contact person e-mail address</u>

Direct all inquiries concerning this contract to the representatives indicated above. The project representative names may be changed via a written notification.

***Instructions for completing
Exhibit B
Budget Detail***

(Disregard this exhibit when preparing a contract. It is not applicable.)

Exhibit B is not applicable because this standard agreement is a “zero dollar” contract (i.e. no state dollars are going from the state to a contractor). No action is needed other than to note Exhibit B as “N/A” on the STD 213 cover page.

***Instructions for completing
Exhibit C
General Terms and Conditions***

The General Terms and Conditions (GTCs) contain standard contract language applicable to all state contracts. The Department of General Services (DGS) develops and formally approves this language.

Viewing and Downloading the GTCs

Because DGS may change the GTCs, cooperating associations and other state contractors are directed to download the most current copy from the DGS website at: <http://www.ols.dgs.ca.gov/Standard+Language/default.htm>

By signing the contract with Exhibit C noted on the STD 213 cover page, the Association and the State are certifying that they accept the GTCs and are incorporating the GTCs by reference into the contract. DGS maintains archive versions of all GTCs by date. Contractors/state agencies may maintain their own copies, but this is not required.

Amendments

DGS periodically amends the GTCs. Proposed GTC amendments are discouraged, but if there are any, they must be directed to and approved by DGS.

Association name
Contract number

Include cooperating association name and the contract number on the right side of each page of the exhibits. Refer to Exhibit A for an example.

Instructions for completing

EXHIBIT D

Fill in all shaded completion blanks with appropriate information:

(Language has been deleted to save space)

5. INTELLECTUAL PROPERTY RIGHTS

A. Clarify Ownership of Existing Intellectual Property Rights:

B. During the course of this relationship, the Association shall use the name (insert Association name). Any additional and/or different names may be used only upon written agreement of the Department.

6. GRANT OF LICENSE

The Department hereby grants to the Association and the Association hereby accepts a non-exclusive, non-assignable license to have, use and reproduce the Department's identifying logo and the names (Insert State Park name(s) and any registered DPR trademarks to be used by the association. Do not insert "California State Parks," or "Department of Parks and Recreation.") hereinafter "Trademark", as identified in Exhibit "F" hereto, for the duration of this Agreement, in accordance with the terms and conditions of this License.

(item 1 deleted to save space)

- 2) Except as required by law, no other name, trademark(s), inscription or designation whatsoever shall be affixed to any goods or works produced subject to this License nor shall the same appear in any advertising or promotional material placed or produced by the Association in connection with such goods or works unless agreed to in writing by the Department. Furthermore, other than the approved name, (insert Association's name), the Association shall at no time adopt or use as its name, without the Department's prior written consent, any variation of the Trademark(s) or any work or mark likely to be similar to or confused with the Trademark(s).

***Instructions for completing
Exhibit E
Cooperating Association Annual Report***

*Exhibit E is the Cooperating Association Annual Report (DPR 973) which the Association will submit annually. Include the latest copy of a blank DPR 973 (5 pages). **Do not fill out the report.** For the latest copy of the DPR 973, go to the DPR Share folder or the DPR web site*

http://www.parks.ca.gov/default.asp?page_id=22337.

No signature needed; return four copies in the contract package.

Instructions for completing the Contractor Certification Clauses (CCCs)

Background

The CCCs are created by the Department of General Services (DGS). They are not physically part of the contract, but they are a supporting document in the contract package and each contracting association must execute them.

Distribution

The Association representative signs three copies, keeps one for its records. DPR will keep one copy on file at the District and send one copy, along with the contract to DPR HQ. The CCCs are not physically part of the contract. Approved CCCs are not distributed to DGS.

*Technically the CCCs are incorporated by reference into the General Terms and Conditions (GTCs) that are incorporated in the standard contract as Exhibit C. In signing the contract, the Association is accepting Exhibit C. Therefore the CCCs become part of Exhibit C of the standard contract “by reference.” They are an attachment to the contract when it is formally processed, similar to the **Insurance Certificate**.*

Amendments

CCC amendments, if any, must be directed to and approved by DGS. CCC amendments are discouraged.

Viewing and Downloading the CCCs

Because the CCCs may need to be changed, the most current version must be downloaded from the DGS website at <http://www.ols.dgs.ca.gov/Standard+Language/default.htm>.

Renewal

After the initial signing, the CCCs are downloaded and renewed on a three-year cycle. This action is independent of, but related to, contract approval.

For example, if a contract has a five (5) year term, the CCCs would need to be signed when the contract is signed (year one) and again before the beginning of year four.

***Instructions for completing the
Contractor Certification Clauses***

CERTIFICATION

I, the official named below, CERTIFY UNDER PENALTY OF PERJURY that I am duly authorized to legally bind the prospective Contractor to the clause(s) listed below. This certification is made under the laws of the State of California.

Contractor/Bidder Firm Name (Printed) <i>(Insert full Association name)</i>		Federal ID Number <i>(insert Association #)</i>
By (Authorized Signature) <i>Association Signature</i>		
Printed Name and Title of Person Signing: <i>(Association official)</i>		
Date Executed: <i>(insert current date)</i>	Executed in the County of: <i>(insert county name)</i>	

1. CONTRACTOR CERTIFICATION CLAUSES

(Sections deleted to save space)

. PAYEE DATA RECORD FORM STD. 204

This form must be completed by all contractors that are not another state agency or other government entity. *(Note: Because this is a zero dollar contract, the STD 204 form is NOT applicable to this contract.)*

***Instructions for Instructions for providing a valid
Certificate of Insurance***

An insurance certificate (an ACORD form or similar insurance certificate) is needed that contains the following required endorsements and conditions:

- I. The certificate must contain the following two endorsements:*
- 1. The insurer will not cancel insured's coverage without 30 days prior written notice to the State, except in cases of nonpayment of premiums, in which instance the insurer shall give the State ten (10) days written notice prior to the effective date of cancellation.*
 - 2. The State of California, its officers, agents, employees and servants are included as additional insured, but only insofar as the operations under this agreement are concerned.*

II. The general liability insurance amounts must be indicated on the certificate and must be a minimum of:

- \$1 million per occurrence*
- \$2 million combined general aggregate*

III. The address for the State of California on the additional insured must be a Department of Parks and Recreation mailing address. For consistency, the following address is preferred:

*State of California
Department of Parks and Recreation
Interpretation and Education Division
P.O. Box 942896
Sacramento, CA 94296-0001*

Attention: Cooperating Associations Program

Only one copy of the certificate of insurance form is needed with each contract package.

***Instructions for completing the
District Recommendation and DGS Exemption Certification***

District Recommendation and DGS Exemption Certification

(Note: This is a tracking document only, not officially part of the legal agreement. Return only one copy of this document with the contract package.)

District Recommendation *(note: The district may only recommend approval and can not formally approve this Agreement.)*

STATE OF CALIFORNIA

Department of Parks and Recreation

I recommend this Agreement for the Director's approval and signature.

BY: District Superintendent Signature

TITLE: District Superintendent
California Department of Parks and Recreation

DATE: (write in date)

DGS Exemption Certification and Approval

Interpretation and Education Division Certification

(note: The Cooperating Associations Program Manager will complete this section.)

☐ All DGS conditions for exemption have been met. This Agreement qualifies for exemption from the Department of General Services.

or

☐ Because the net value of this contract is more than \$50,000 annually and/or there are addenda to the standard approved Agreement language, this Agreement does NOT qualify for exemption and requires Department of General Services approval.

BY: Program Manager Signature

TITLE: Cooperating Associations Program Manager

DATE: (write in date)

End of Standard Contract Instructions